



## GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

(Virginia stock corporation to be domesticated under the laws of another jurisdiction)

ARTICLES OF INCORPORATION SURRENDER OF  
(name of corporation)

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation is \_\_\_\_\_ (*name of corporation*).
2. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
- A. The jurisdiction in which the corporation is to be domesticated is \_\_\_\_\_ (*new jurisdiction of incorporation*).
- B. (*Set forth the terms, conditions and any additional provisions of the plan of domestication.*)
3. These articles of incorporation surrender are being filed in connection with the domestication of the corporation as a foreign corporation to be incorporated under the laws of another jurisdiction and the corporation is surrendering its charter under the laws of Virginia.
4. (*Set forth how the plan of domestication was adopted by the shareholders of the corporation using A or B, below, whichever is applicable.*)
- A. The plan of domestication was adopted by the unanimous consent of the shareholders. **OR**
- B. The plan of domestication was submitted to the shareholders by the board of directors in accordance with the provisions of Title 13.1, Chapter 9 of the Code of Virginia, and (*include (1) and (2)*):
- (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of domestication were:
- | Designation | Number of outstanding shares | Number of votes |
|-------------|------------------------------|-----------------|
| _____       | _____                        | _____           |
| _____       | _____                        | _____           |
- (2) **Either** (a) the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan was:
- | Voting group | Total votes <b>FOR</b> | Total votes <b>AGAINST</b> |
|--------------|------------------------|----------------------------|
| _____        | _____                  | _____                      |
| _____        | _____                  | _____                      |
- Or** (b) the total number of undisputed votes cast for the plan separately by each voting group was:
- | Voting group | Total number of undisputed votes <b>FOR</b> |
|--------------|---|
| _____        | _____                                       |
| _____        | _____                                       |
- (3) And the number cast for the plan by each voting group was sufficient for approval by that voting group.
5. The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was incorporated in this Commonwealth.
6. The corporation's mailing address to which the clerk may mail a copy of any process served on him as the corporation's agent is \_\_\_\_\_ (*insert mailing address*).
7. The corporation hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the corporation.

Executed in the name of the corporation by:

(date)

(corporate title)

(telephone number (optional))

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

**THIS FORM IS TO BE USED AS A GUIDE ONLY.  
SEE INSTRUCTIONS ON THE REVERSE**

## INSTRUCTIONS

Guideform SCC722.5 has been produced by the Commission as a guide to help you prepare the corporation's articles of incorporation surrender. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

The terms and conditions of the plan of domestication may not alter the designation, rights, preferences or limitations of all or part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1 of the Code of Virginia.

If all of the shareholders consented to the incorporation surrender, set forth the statement in part **A** of paragraph 4. If the shareholders' consent was less than unanimous, provide the information required in both (1) and (2) of part **B** of paragraph 4. The vote required by law for approval under part **B** is **MORE THAN 2/3** of all votes entitled to be cast on the plan of domestication, unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast by each voting group entitled to vote at a meeting at which a quorum of the voting group exists. See §§ 13.1-722.3 and 13.1-722.5 of the Code of Virginia.

The articles of incorporation surrender must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below or next to the signature. See § 13.1-604 of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.***

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Stock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid if these articles are filed with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-615 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

## NOTE

The corporation shall automatically cease to be a Virginia corporation when the certificate of incorporation surrender becomes effective. See § 13.1-722.5 of the Code of Virginia.

If the former domestic corporation intends to continue to transact business in the Commonwealth, then, within thirty days after the effective date of the certificate of incorporation surrender, it must deliver to the Commission an application for a certificate of authority to transact business in the Commonwealth pursuant to § 13.1-759 of the Code of Virginia together with a copy of its instrument of domestication and articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated or domesticated. See § 13.1-722.5 of the Code.